

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:  CIRCUIT CITY STORES, INC., et al., <sup>1</sup>  Debtors.	: : : : : : : : : : :	Chapter 11  Case No. 08-35653-KRH (Jointly Administered)
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**FOURTH INTERIM APPLICATION OF TAVENNER & BERAN, PLC  
FOR ALLOWANCE OF COMPENSATION AND EXPENSE  
REIMBURSEMENT AS LOCAL COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavener & Beran, PLC (“Tavener & Beran”), local counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Circuit City Stores, Inc. and the related debtors (collectively, the “Debtors”), submits the following as its Fourth Interim Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Co-Counsel for the Official  
Committee of Unsecured Creditors

503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavenner & Beran seeks approval of compensation in the amount of \$32,466.50 and reimbursement of expenses in the amount of \$879.75 for the period of August 1, 2009 through October 31, 2009, and in support thereof states as follows:

**Background**

1. On November 10, 2008 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On November 12, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors of the Debtors. The U.S. Trustee increased the membership of the Committee by two creditors on November 13, 2008.

3. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International, Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

4. The Committee held its organizational meeting, and decided to retain Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors.

5. On or about December 22, 2008, the Committee filed an application to employ Tavenner & Beran as its local counsel. On or about January 20, 2009, this Court entered an

order approving the Committee's employment of Tavenner & Beran (the "Employment Order").

6. On or about March 17, 2009, Tavenner & Beran filed its First Interim Application of Tavenner & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the "First Interim Application"). On or about April 27, 2009, this Court entered an order approving the First Interim Application. On or about June 15, 2009, Tavenner & Beran filed its Second Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the "Second Interim Application"). On or about July 23, 2009, this Court entered an order approving the Second Interim Application. On or about September 14, 2009, Tavenner & Beran filed its Third Interim Application Of Tavenner & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the "Third Interim Application"). On or about November 6, 2009, the Court entered an order approving the Third Interim Application.

7. Since the filing of the First Interim Application, Second Interim Application, and Third Interim Application, Tavenner & Beran has rendered professional services to the Committee from and including August 1, 2009 through and including October 31, 2009 for which it seeks compensation in the amount of \$32,466.50. Attached hereto as Exhibit A is a statement of the fees incurred. During this time, Tavenner & Beran incurred \$879.75 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A – Additional Charges Section is a statement of the expenses incurred.

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**Employment and Case Status**

9. As authorized in the Employment Order, the terms of Tavenner & Beran's employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys' hourly rates, which are set in accordance with the attorneys' seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

10. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

11. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

12. Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement.

**Summary of Services Rendered**

13. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Asset Disposition: - Total Hours 0.5                      Total \$170.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	0.50	\$170.00

**Description**

Conferences, correspondence, document review, and Court appearances related to the Committee's review of asset disposition.

Attached hereto as Exhibit A – Asset Disposition Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavener & Beran assisted the Committee with its review and oversight of the disposition of estates' assets.

B. Business Operations: - Total Hours 6.80 Total \$1,666.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>2</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	4.90	\$1,666.00
Paula S. Beran	1992	\$0.00	1.90	\$0.00

Description

Conferences, correspondence and document review related to the Committee's review of the Debtors' operations.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavener & Beran assisted the Committee in its review and oversight of the Debtors' operations.

C. Case Administration: - Total Hours 57.40 Total \$11,153.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	2.70	\$918.00
Paula S. Beran	1992	\$330.00	21.40	\$7,062.00
David L. Leadbeater	N/A	\$95.00	33.40	\$3,173.00

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

D. Claims Administration: - Total Hours 24.40 Total \$6,883.00

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<sup>2</sup> Certain hours were recorded but not billed to the estates.

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>3</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	15.10	\$5,134.00
Lynn L. Tavenner	1989	\$0.00	0.80	\$0.00
Paula S. Beran	1992	\$330.00	5.30	\$1,749.00
Paula S. Beran	1992	\$0.00	3.20	\$0.00

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

E. Fee/Employment Applications: - Total Hours 24.50 Total \$4,832.50

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>4</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	0.50	\$170.00
Lynn L. Tavenner	1989	\$0.00	5.10	\$0.00
Paula S. Beran	1992	\$330.00	12.20	\$4,026.00
David L. Leadbeater	N/A	\$95.00	6.70	\$636.50

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

F. Litigation: - Total Hours 0.90 Total \$306.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$325.00	0.90	\$306.00

<sup>3</sup> Certain hours were recorded but not billed to the estates.

<sup>4</sup> Certain hours were recorded but not billed to the estates.

Description

Correspondence, conferences, document preparation and review, and Court appearances relating to litigation issues

Attached hereto as Exhibit A – Litigation Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its review of the Debtors' litigation.

G. Plan and Disclosure Statement: - Total Hours 27.70 Total \$7,354.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>5</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	9.40	\$3,196.00
Lynn L. Tavenner	1989	\$0.00	3.60	\$0.00
Paula S. Beran	1992	\$330.00	12.60	\$4,158.00
Paula S. Beran	1992	\$0.00	2.10	\$0.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the plan and disclosure statement.

Attached hereto as Exhibit A – Plan and Disclosure Statement is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee with fostering the goals of the Debtors' bankruptcy cases and to analyze plan alternatives.

H. Relief from Stay: - Total Hours 0.30 Total \$102.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	0.30	\$102.00

Description

Document review relating to stay matters.

Attached hereto as Exhibit A – Relief from Stay is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

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<sup>5</sup> Certain hours were recorded but not billed to the estates.

These services were necessary to assist the Committee with stay issues.

14. The total amount of interim compensation requested by Tavenner & Beran is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Committee in this matter are further summarized on Exhibit A.

15. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order"), Tavenner & Beran was to have received eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its monthly expenses. In regard to this Application, in total, Tavenner & Beran has received \$8,681.07 in fees and \$587.11 in expenses. See Exhibit B attached hereto for a statement of those payments. Therefore, fees and expenses in the amount of \$24,078.07 remain outstanding.

16. Attached hereto as Exhibit B is a summary sheet concerning this Application. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

17. Tavenner & Beran hereby certifies that it has submitted and served monthly statements as required under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

#### **Applicable Legal Standard**

18. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the "Guidelines").



19. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

20. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles, delivery services and messenger services, transcript preparation and filing fees. Photocopy charges are assessed at fifteen cents (\$.15) per page which Tavenner & Beran believes to be at least comparable with the average charge in this area. Facsimiles were charged at the rate of one dollar (\$1.00) per page, which Tavenner & Beran believes to be a reasonable charge for such an expense.

21. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in *Barber v. Kimbrells, Inc.*, 577 F.2d 216, 226 (4<sup>th</sup> Cir.), cert. denied, 439 U.S. 934 (1978), and in *Anderson v. Morris*, 658 F.2d 246, 249 (4<sup>th</sup> Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;

- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

22. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Committee’s obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

23. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

### **Conclusion**

WHEREFORE, Tavenner & Beran submits this Application for allowance of interim compensation for professional services rendered by Tavenner & Beran in the amount of \$32,466.50 and reimbursement of out-of-pocket expenses in the amount of \$879.75. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such amounts and granting such other and further relief as the Court deems appropriate.

TAVENNER & BERAN, PLC

By: /s/ Paula S. Beran  
Co-Counsel

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Local Co-Counsel for the Official Committee of Unsecured Creditors

-and-

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Robert J. Feinstein (NY Bar No. RF-2836)

Jeffrey N. Pomerantz (CA Bar No. 143717)

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Lead Counsel for the Official Committee of Unsecured Creditors

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**CERTIFICATE OF SERVICE**

I hereby certify that on or before the 14<sup>th</sup> day of December, 2009 a true copy of the foregoing Fourth Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

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Los Angeles, CA 90067-4100

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*/s/ Paula S. Beran*

Co-Counsel

**Taverner & Beran, PLLC**  
 20 North Eighth Street, Second Floor  
 Richmond, VA 23219

Exhibit A

**Invoice submitted to:**

Circuit City Committee

*Invoice Date*

November 06, 2009

*Invoice Number*

10849

*Last Bill Date*

9/14/2009

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Asset Disposition</u>			
8/3/2009 - LLT	Review Motion re: sale of San Jose property	0.20 340.00/hr	68.00
8/7/2009 - LLT	Review motion to sell Atlanta property Correspondence with PSJZ re: sale issues (.10)	0.30 340.00/hr	102.00
SUBTOTAL:		[ 0.50	170.00]

Business Operations

8/4/2009 - LLT	Review proposed recoupment order and related motion	0.30 340.00/hr	102.00
8/6/2009 - LLT	Correspondence from S. Goldich re: IBM software license stipulation (.10); Review same (.20)	0.30 340.00/hr	102.00
8/10/2009 - LLT	Correspondence to/from J. Cumar re: IBM stipulation	0.20 340.00/hr	68.00
8/11/2009 - LLT	Review proposed settlement with Verizon Wireless	0.20 340.00/hr	68.00
8/12/2009 - LLT	Review application of Premier Resources for administrative expenses	0.20 340.00/hr	68.00

		<u>Hrs/Rate</u>	<u>Amount</u>
8/12/2009 - LLT	Review motion to authorize rejection of consulting service agreement	0.20 340.00/hr	68.00
- LLT	Review order of District Court order dismissing appeals of administrative rent issues	0.20 340.00/hr	68.00
8/19/2009 - LLT	Correspondence from A. Snow re: requested revision to previous IBM stipulation	0.20 340.00/hr	68.00
8/24/2009 - LLT	Review complaint against Sirius XM radio	0.30 340.00/hr	102.00
- PSB	Review of numerous pleadings	1.90 330.00/hr	NO CHARGE
8/25/2009 - LLT	Review report of Ombudsman for second sale of consumer data	0.30 340.00/hr	102.00
8/31/2009 - LLT	Review Alliant Energy application for administrative expenses and other pleadings	1.20 340.00/hr	408.00
SUBTOTAL:		[ 5.50	1,224.00]
<u>Case Administration</u>			
8/4/2009 - DLL	Docket and index	1.20 95.00/hr	114.00
8/6/2009 - DLL	File maintenance	1.20 95.00/hr	114.00
8/10/2009 - DLL	File maintenance (.70); Docket and index (1.20)	1.90 95.00/hr	180.50
8/11/2009 - DLL	File maintenance	1.20 95.00/hr	114.00
8/12/2009 - DLL	File maintenance	0.50 95.00/hr	47.50
8/13/2009 - PSB	Correspondence with W. Broschious re: outstanding issues	0.30 330.00/hr	99.00

		<u>Hrs/Rate</u>	<u>Amount</u>
8/14/2009 - LLT	Review notice of proposed agenda for 08/18 hearing	0.20 340.00/hr	68.00
8/17/2009 - DLL	Docket and index	1.20 95.00/hr	114.00
- PSB	Prepare for and participate in committee call	1.60 330.00/hr	528.00
8/20/2009 - DLL	Docket and index	2.10 95.00/hr	199.50
8/24/2009 - DLL	Prepare hearing materials	0.70 95.00/hr	66.50
8/25/2009 - LLT	Review agenda for 8/27 hearings	0.20 340.00/hr	68.00
- PSB	Correspondence with Court re: telephonic appearance Correspondence with PSJZ re: same (.20)	0.50 330.00/hr	165.00
8/26/2009 - DLL	Prepare hearing materials and file indexing	2.10 95.00/hr	199.50
- PSB	Correspondence with J. Pomerantz re: telephonic appearance and related items (.50); Correspondence with Court re: same (.30)	0.80 330.00/hr	264.00
8/27/2009 - PSB	Prepare, finalize and submit various orders (.50); Prepare for and attend Omni hearing (3.20)	3.70 330.00/hr	1,221.00
8/28/2009 - DLL	Docket and index	1.40 95.00/hr	133.00
SUBTOTAL:		[ 20.80	3,695.50]
<u>Claims Administration</u>			
8/3/2009 - LLT	Review various responses to Omnibus objections	0.20 340.00/hr	68.00
8/7/2009 - LLT	Review various responses to Omnibus claims objections	0.50 340.00/hr	170.00

		<u>Hrs/Rate</u>	<u>Amount</u>
8/10/2009 - LLT	Review various responses of employees to paid time off	0.60 340.00/hr	204.00
8/17/2009 - PSB	Review Objections and responses	2.60 330.00/hr	NO CHARGE
8/18/2009 - LLT	Prepare for and attend hearing on various Omnibus objections to claims including objections to employees claims for paid time off	1.70 340.00/hr	578.00
8/20/2009 - LLT	Review IRS response to claim objection	0.20 340.00/hr	68.00
- LLT	Review Source Interlink response to claim objection	0.20 340.00/hr	68.00
8/24/2009 - LLT	Review Debtor's memorandum in support of allowance of claims for paid time off	0.70 340.00/hr	238.00
8/25/2009 - LLT	Review Debtor's objection to claim of Panasonic	0.40 340.00/hr	136.00
SUBTOTAL:		[ 7.10	1,530.00]
<u>Fee/Employment Applications</u>			
8/7/2009 - LLT	Review application to employ Ernsted Young as tax advisors	0.30 340.00/hr	102.00
8/17/2009 - PSB	Draft and finalize fee letter	1.20 330.00/hr	396.00
8/18/2009 - DLL	Prepare Fee Letter	1.50 95.00/hr	142.50
- LLT	Revise monthly invoice and fee letter (.50); Correspondence to notice parties re: same (.10)	0.60 340.00/hr	NO CHARGE
8/28/2009 - PSB	Finalize and submit fee application orders	0.50 330.00/hr	165.00
SUBTOTAL:		[ 4.10	805.50]



		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Plan and Disclosure Statement</u>			
8/3/2009 - LLT	Review issues re: substantive consolidation	0.80 340.00/hr	NO CHARGE
- PSB	Correspondence with J. Pomerantz and R. Feinstein re: consolidation issues and review of the same (1.90); Receipt and review of plan comments (.60)	2.50 330.00/hr	825.00
8/4/2009 - LLT	Review status of plan negotiations	0.10 340.00/hr	NO CHARGE
- PSB	Review of consolidation issues	0.90 330.00/hr	297.00
8/20/2009 - LLT	Review and revise most recent version of plan	0.90 340.00/hr	306.00
- LLT	Review substantive consolidation analysis (.80); Review and revise draft solicitation procedures motion (.90)	1.70 340.00/hr	578.00
- PSB	Correspondence with Pachulski re: plan issues (.50); Review issues related to same (.70)	1.20 330.00/hr	NO CHARGE
8/24/2009 - LLT	Review revised plan eliminating reserve concepts and other concepts (1.20); Review final documents as filed (.60)	1.80 340.00/hr	612.00
8/28/2009 - LLT	Correspondence from J. Cumar re: solicitation documents	0.20 340.00/hr	68.00
SUBTOTAL:		[ 10.10	2,686.00]
<u>Relief from Stay</u>			
8/12/2009 - LLT	Review amended motion for relief from stay re: Jefferson County lawsuit	0.30 340.00/hr	102.00
SUBTOTAL:		[ 0.30	102.00]
For professional services rendered		48.40	\$10,213.00

Additional Charges :

	<u>Qty/Price</u>	<u>Tax#</u>	<u>Amount</u>
<u>Case Administration</u>			
8/31/2009 - PSB	1		138.11
Lexis/Research Charges	138.11		
9/16/2009 - PSB	1		449.00
Outside Services: Bizport Charges	449.00		
SUBTOTAL:			[ 587.11]
Total costs			\$587.11
Total amount of this bill			\$10,800.11
Previous balance			\$26,461.16
10/14/2009 Payment - thank you			(\$3,933.98)
10/14/2009 Payment - thank you			(\$12,210.66)
Total payments and adjustments			(\$16,144.64)
Balance due			\$21,116.63

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	14.20	340.00	\$4,828.00
Lynn L. Tavenner	1.50	0.00	\$0.00
Paula S. Beran	12.00	330.00	\$3,960.00
Paula S. Beran	5.70	0.00	\$0.00
David L. Leadbeater	15.00	95.00	\$1,425.00

Document Page 23 of 23  
**Tavener & Beran, PLC****20 North Eighth Street, Second Floor  
Richmond, VA 23219****Invoice submitted to:**

Circuit City Committee

*Invoice Date*

December 11, 2009

*Invoice Number*

10856

*Last Bill Date*

11/6/2009

## Professional Services

Hrs/RateAmountBusiness Operations

9/14/2009 - LLT

Review issues related to management incentive plan options  
(.60); Prepare for and attend hearing on motions filed by  
Federal Warranty Service Corp. (.70)1.30  
340.00/hr

442.00

## SUBTOTAL:

[ 1.30 442.00]

Case Administration

9/8/2009 - DLL

Docket and index

2.50  
95.00/hr

237.50

9/15/2009 - PSB

Correspondence with Court re: telephonic appearance (.20);  
Correspondence with J. Pomerantz re: same (.20)0.40  
330.00/hr

132.00

- DLL

Docket and index (1.70); File maintenance (.50)

2.20  
95.00/hr

209.00

9/16/2009 - PSB

Correspondence with J. Pomerantz re: telephonic appearance

0.30  
330.00/hr

99.00

- DLL

Create hearing binder

0.70  
95.00/hr

66.50

		<u>Hrs/Rate</u>	<u>Amount</u>
9/17/2009 - LLT	Receipt and review of creditor inquiry re: proposed distribution	0.20 340.00/hr	68.00
- PSB	Review of numerous pleadings re: upcoming Omni	3.10 330.00/hr	1,023.00
- DLL	Docket and index	1.10 95.00/hr	104.50
9/21/2009 - PSB	Review pleadings for Omni	2.90 330.00/hr	957.00
9/22/2009 - PSB	Prepare for and attend Omni	3.40 330.00/hr	1,122.00
- DLL	Schedule J. Pomerantz train to D.C.	0.50 95.00/hr	47.50
9/30/2009 - DLL	Docket and index (1.50); Create hearing binder (1.30)	2.80 95.00/hr	266.00

SUBTOTAL:

[ 20.10 4,332.00]

Claims Administration

9/11/2009 - LLT	Review recently filed motion for temporary allowance of certain claims for voting	0.60 340.00/hr	204.00
9/14/2009 - LLT	Prepare for and attend hearing on various claims objections (1.20); Receipt and review of various responses to Omnibus objections to claims (1.20)	2.40 340.00/hr	816.00
- LLT	Address issues re: PBGC claim and resolution	0.40 340.00/hr	136.00
9/16/2009 - PSB	Receipt and review of claims response and correspondence with S. Boehm and D. Foley re: same (.80); Correspondence with J. Pomerantz re: outstanding claim issues (.70)	1.50 330.00/hr	495.00
9/21/2009 - LLT	Review debtors additional omnibus objection to claims 40 through 47	0.80 340.00/hr	272.00
9/22/2009 - LLT	Review Court's 503B9 opinion	0.80 340.00/hr	272.00

		<u>Hrs/Rate</u>	<u>Amount</u>
9/22/2009 - LLT	Review status of PTO claim objection and correspond with J. Pomerantz re: same	1.30 340.00/hr	442.00
- PSB	Review Court's opinion	0.60 330.00/hr	NO CHARGE
9/23/2009 - LLT	Review various taxing authority responses to omnibus claim objections	0.50 340.00/hr	170.00
9/24/2009 - LLT	Receipt and review of various responses to omnibus claims objections	0.60 340.00/hr	204.00
9/29/2009 - LLT	Review Mitsubishi and Porter responses to claim objections	0.60 340.00/hr	204.00
SUBTOTAL:		[ 10.10	3,215.00]
<u>Fee/Employment Applications</u>			
9/8/2009 - DLL	Draft third interim fee application order (1.60); Draft third interim fee application (.50)	2.10 95.00/hr	199.50
9/9/2009 - LLT	Correspondence from B. Danza re: Pachulski interim fee application	0.20 340.00/hr	68.00
- DLL	Draft fee application	0.40 95.00/hr	38.00
9/11/2009 - PSB	Draft Fee Notice (1.0); Correspondence re: same (.50)	1.50 330.00/hr	495.00
- DLL	Draft fee application (1.50); Draft notice (1.20)	2.70 95.00/hr	256.50
9/14/2009 - LLT	Draft and revise fee application for Tavenner & Beran (2.70); Revise and file fee application for Protiviti (.90); Draft and revise Omnibus notice for all committee professionals (.70)	4.30 340.00/hr	NO CHARGE
- PSB	Prepare and file fee applications and requisite notices	6.10 330.00/hr	2,013.00
SUBTOTAL:		[ 17.30	3,070.00]

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Litigation</u>			
9/26/2009 - LLT	Review Debtor's Reply Brief in Support of Defendant's Motion to Dismiss Complaint	0.90 340.00/hr	306.00
SUBTOTAL:		[ 0.90	306.00]
<u>Plan and Disclosure Statement</u>			
9/8/2009 - PSB	Review of plan/disclosure statement issues (1.0); Correspondence with J. Pomerantz re: plan/disclosure statement issues (.50)	1.50 330.00/hr	495.00
9/18/2009 - LLT	Review recent objections to disclosure statement	1.40 340.00/hr	476.00
9/21/2009 - PSB	Correspondence from D. Foley re: plan issues (.40); Correspondence with R. Feinstein and J. Pomerantz re: same (.80)	1.20 330.00/hr	396.00
- LLT	Review objection to disclosure statement and issues related thereto (1.80); Review additional objections (.80)	2.60 340.00/hr	NO CHARGE
- PSB	Prepare for and participate in committee call	2.60 330.00/hr	858.00
- PSB	Correspondence with J. Pomerantz re: disclosure statement issues and related items	0.90 330.00/hr	297.00
- PSB	Review objections	1.90 330.00/hr	627.00
9/22/2009 - LLT	Review debtors second motion for temporary allowance of PI claims for voting purposes (.40); Review response to disclosure statement objections filed by debtors (1.20)	1.60 340.00/hr	544.00
- PSB	Review of disclosure statement order and related items (.50); Correspondence with J. Pomerantz re: same (.30); Correspondence with S. Boehm re: same (.30)	1.10 330.00/hr	363.00

	<u>Hrs/Rate</u>	<u>Amount</u>
9/23/2009 - LLT Correspondence J. Pomerantz re: plan update	0.10 340.00/hr	NO CHARGE
9/24/2009 - LLT Correspondence J. Kumar re: solicitation notices, review and endorsement of same	0.40 340.00/hr	136.00
 SUBTOTAL:	 [ 15.30	 4,192.00]
For professional services rendered	65.00	\$15,557.00

Additional Charges :

	<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>		
9/30/2009 - LLT Photocopy costs - Docket	648 0.20	129.60
- LLT Pacer Costs	1 103.84	103.84

SUBTOTAL: [ 233.44]

Total costs \$233.44

Total amount of this bill \$15,790.44

Previous balance \$21,116.63

11/30/2009 Payment - thank you. Check No. 500460 (\$10,316.54)

11/30/2009 Payment - thank you. Check No. 500484 (\$9,268.16)

Total payments and adjustments (\$19,584.70)

Balance due \$17,322.37

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	14.00	340.00	\$4,760.00
Lynn L. Tavenner	7.00	0.00	\$0.00
Paula S. Beran	28.40	330.00	\$9,372.00
Paula S. Beran	0.60	0.00	\$0.00

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David L. Leadbeater	15.00	95.00	\$1,425.00



**Taverner & Bezan, PLLC****20 North Eighth Street, Second Floor  
Richmond, VA 23219****Invoice submitted to:**

Circuit City Committee

*Invoice Date*

December 14, 2009

*Invoice Number*

10858

*Last Bill Date*

12/11/2009

## Professional Services

Hrs/Rate AmountCase Administration

10/1/2009 - DLL	Create hearing binder	0.30 95.00/hr	28.50
10/5/2009 - DLL	Docket and index	0.70 95.00/hr	66.50
- LLT	Review agenda for upcoming 10/7 hearing (.20); Correspondence from J. Pomerantz re: same (.10)	0.30 340.00/hr	102.00
10/6/2009 - DLL	Prepare hearing binder	2.10 95.00/hr	199.50
- PSB	Review of issues re: Chase and seal (.70); Correspondence re: same (.50)	1.20 330.00/hr	396.00
10/7/2009 - PSB	Prepare for and attend Omni	2.20 330.00/hr	726.00
10/8/2009 - DLL	Docket and index	0.90 95.00/hr	85.50
- LLT	Review motion to extend removal period	0.20 340.00/hr	68.00

		<u>Hrs/Rate</u>	<u>Amount</u>
10/13/2009 - LLT	Review agenda of matters for 10/15 hearing	0.20 340.00/hr	68.00
10/15/2009 - PSB	Correspondence with Clerk's office re: telephonic appearance (.50); Correspondence with J. Pomerantz re: same (.50)	1.00 330.00/hr	330.00
- LLT	Prepare for and attend Omni hearing on contested and continued matters	1.20 340.00/hr	408.00
10/19/2009 - DLL	File maintenance (.70); Docket and index (1.50)	2.20 95.00/hr	209.00
10/26/2009 - DLL	Create hearing binder	1.00 95.00/hr	95.00
10/27/2009 - DLL	Docket and index	1.30 95.00/hr	123.50
10/29/2009 - DLL	Docket and index	1.60 95.00/hr	152.00
10/30/2009 - LLT	Review notice of agenda for 11/3 hearing	0.20 340.00/hr	68.00
SUBTOTAL:		[ 16.60	3,125.50]

Claims Administration

10/5/2009 - LLT	Review motion for approval of PPGC compromise (.70); Review various responses to claim objections re: pension plan and 401K issues (.30)	1.00 340.00/hr	340.00
10/7/2009 - LLT	Review Toshiba response to Omnibus objection (.30); Review Microsoft response to Omnibus objection (.20)	0.50 340.00/hr	170.00
10/9/2009 - LLT	Review orders on claims objections of equity holders, deferred compensation and short-term incentive plan	0.20 340.00/hr	68.00
10/14/2009 - PSB	Review of 503(b)(9) pleadings and related issues	1.70 330.00/hr	561.00
10/15/2009 - LLT	Prepare for and attend hearings on various Omnibus claim objections	0.90 340.00/hr	306.00

		<u>Hrs/Rate</u>	<u>Amount</u>
10/27/2009 - LLT	Review various responses to claim objections	0.80 340.00/hr	NO CHARGE
10/29/2009 - PSB	Review numerous claim responses	2.10 330.00/hr	693.00
SUBTOTAL:		[ 7.20	2,138.00]
<u>Fee/Employment Applications</u>			
10/7/2009 - PSB	Prepare for and attend fee application hearing	1.10 330.00/hr	363.00
10/14/2009 - PSB	Revise orders	0.50 330.00/hr	165.00
10/16/2009 - LLT	Review various entered orders approving reimbursement of fees and expenses of other estate professionals	0.20 340.00/hr	NO CHARGE
10/23/2009 - PSB	Correspondence with PSJZ re: orders	0.30 330.00/hr	99.00
10/29/2009 - PSB	Finalization of fee orders (.50); Correspondence with UST re: fee orders (.50)	1.00 330.00/hr	330.00
SUBTOTAL:		[ 3.10	957.00]
<u>Plan and Disclosure Statement</u>			
10/1/2009 - LLT	Review various objections and issues related to confirmation	0.90 340.00/hr	306.00
10/2/2009 - PSB	Review confirmation issues	0.90 330.00/hr	NO CHARGE
10/5/2009 - LLT	Review objection to confirmation of plan filed by Douglas County	0.20 340.00/hr	68.00
10/7/2009 - LLT	Review objection filed by Texas Comptroller	0.30 340.00/hr	102.00
SUBTOTAL:		[ 2.30	476.00]

	<u>Hours</u>	<u>Amount</u>
For professional services rendered	29.20	\$6,696.50

Additional Charges :

	<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>		
10/30/2009 - LLT	92	18.40
Photocopy costs- Hearing Binder	0.20	
10/31/2009 - LLT	1	40.80
Pacer Costs	40.80	
SUBTOTAL:		[ 59.20]
Total costs		\$59.20
Total amount of this bill		\$6,755.70
Previous balance		\$17,322.37
Balance due		\$24,078.07

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	6.10	340.00	\$2,074.00
Lynn L. Tavenner	1.00	0.00	\$0.00
Paula S. Beran	11.10	330.00	\$3,663.00
Paula S. Beran	0.90	0.00	\$0.00
David L. Leadbeater	10.10	95.00	\$959.50

**EXHIBIT B**

United States Bankruptcy Court  
 Eastern District of Virginia  
 Richmond Division  
 In re: Circuit City Stores, Inc, et al., Case No. 08-35653-KRH  
**Fee Application Summary**  
 Applicant: Tavenner & Beran, PLC,  
 Local Counsel for The Official Committee of Unsecured Creditors

Interim Period  
 August 1, 2009 through October 31, 2009

<u>Categories</u>	<u>Hours</u>	<u>Amount</u>
Asset Disposition	0.50	\$170.00
Business Operations	6.80	\$1,666.00
Case Administration	57.40	\$11,153.00
Claims Administration	24.40	\$6,883.00
Fee/Employment Applications and Objections	24.50	\$4,832.50
Litigation	0.90	\$306.00
Plan and Disclosure	27.70	\$7,354.00
Relief From Stay	0.30	\$102.00
TOTAL HOURS	142.50	
TOTAL FEES		\$32,466.50

Month	Fees	Fees Paid	Expenses	Expenses Paid	Total Outstanding
August	\$10,213.00	\$8,681.07	\$587.11	\$587.11	\$1,531.93
September	\$15,557.00	\$0.00	\$233.44	\$0.00	\$15,790.44
October	\$6,696.50	\$0.00	\$59.20	\$0.00	\$6,755.70
Total	\$32,466.50	\$8,681.07	\$879.75	\$587.11	\$24,078.07



**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> , <sup>6</sup>	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
	:	

**ORDER ALLOWING INTERIM  
COMPENSATION AND EXPENSE REIMBURSEMENT  
(Tavener & Beran, PLC)**

This matter came before the Court upon the Fourth Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavener & Beran, PLC (“Tavener & Beran”); and it appearing to the Court that (i) Tavener & Beran provided proper notice of the Application to all necessary parties; (ii) no objections to the

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<sup>6</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Richard M. Pachulski (CA Bar No. 90073)  
Robert J. Feinstein (NY Bar No. RF – 2836)  
Jeffrey N. Pomerantz (CA Bar No. 143717)  
Pachulski Stang Ziehl & Jones LLP  
10100 Santa Monica Boulevard, 11<sup>th</sup> Floor  
Los Angeles, CA 90067-4100  
Telephone: (310) 277-6910  
Telecopy: (310) 201-0760

Counsel for the Official  
Committee of Unsecured Creditors

---

Lynn L. Tavener (VA Bar No. 30083)  
Paula S. Beran (VA Bar No. 34679)  
Tavener & Beran, PLC  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, VA 23219  
Telephone: (804) 783-8300  
Telecopy: (804) 783-0178

Co-Counsel for the Official  
Committee of Unsecured Creditors

Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$32,466.50 and reimbursement of expenses in the amount of \$879.75 by Tavenner & Beran be and hereby are allowed; and,
3. The Debtors are authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.
4. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

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UNITED STATES BANKRUPTCY JUDGE

We ask for this:

---

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)  
Paula S. Beran, Esquire (Va. Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, Second Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Facsimile: (804) 783-0178

Co-Counsel for the Official  
Committee of Unsecured Creditors

Seen and No Objection:

---

Robert B. Van Arsdale  
Office of the United States Trustee  
701 East Broad Street, Suite 4304  
Richmond, Virginia 23219

Assistant United States Trustee

**LOCAL RULE 9022-1 CERTIFICATION**



In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed  
by or served upon all necessary parties.

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Co-Counsel